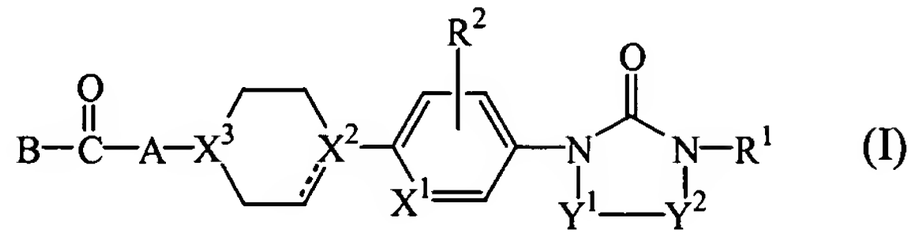
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of formula (I)



(I)

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein

the dotted line is an optional bond and is absent when X^2 represents nitrogen;

the radical $-Y^1-Y^2-$ is a radical of formula

$-N=CH-$ (a-1),

$-CH=N-$ (a-2),

$-CH_2-CH_2-$ (a-3),

$-CH=CH-$ (a-4),

wherein in the bivalent radicals of formula (a-1) or (a-2) the hydrogen atom may optionally be replaced by C_{1-6}alkyl or phenyl; or in the bivalent radicals of formula (a-3) or (a-4) one or two hydrogen atoms may optionally be replaced by C_{1-6}alkyl or phenyl;

X^1 is carbon or nitrogen;

at least one of X^2 or X^3 represents nitrogen and the other X^2 or X^3 represents CH or carbon when the dotted line represents a bond, or both X^2 and X^3 represent nitrogen;

R^1 is C_{1-6}alkyl;

aryl[1];

C_{1-6}alkyl substituted with hydroxy, C_{3-6}cycloalkyl, aryl[1] or naphthalenyl;

C_{3-6}cycloalkyl;

C_{3-6}cycloalkenyl;

C_{3-6}alkenyl;

C_{3-6}alkenyl substituted with aryl^1;

C_{3-6}alkynyl;

C_{3-6}alkynyl substituted with aryl^1;

C_{1-4}alkyloxyC_{1-4}alkanediyl optionally substituted with aryl^1;

or when $-Y^1-Y^2-$ is a radical of formula (a-1) than R^1 may be taken together with Y^2 to form a radical of formula -CH=CH-CH=CH- wherein each hydrogen may optionally be replaced by a substituent independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, polyhaloC_{1-4}alkyl, halo, cyano, trifluoromethyl or aryl^1;

wherein aryl^1 is phenyl; or phenyl substituted with from one or five substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, polyhaloC_{1-4}alkyl, halo, cyano, or trifluoromethyl;

R^2 is hydrogen, C_{1-4}alkyl, or halo;

A is C_{1-6}alkanediyl;

C_{1-6}alkanediyl substituted with one or two groups selected from aryl^2, heteroaryl^1 and C_{3-8}cycloalkyl;

or provided X^3 represents CH said radical A may also represent NH optionally substituted with aryl^2, heteroaryl^1 or C_{3-8}cycloalkyl;

wherein aryl^2 is phenyl; or phenyl substituted with from one to five substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, cyano or trifluoromethyl;

heteroaryl^1 is furanyl, thienyl, pyridinyl, pyrazinyl, pyrimidinyl, or pyridazinyl; and said heteroaryl^1 is optionally substituted with one or two substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, cyano or trifluoromethyl;

B is N^3R^4, or

OR^9;

wherein each R^3 and R^4 are independently selected from

hydrogen,

C_{1-8}alkyl,

C_{1-8}alkyl substituted with one, two or three substituents each independently from one another selected from hydroxy, halo, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxycarbonyl, C_{3-8}cycloalkyl,

polyhaloC_{1-4}alkyl, NR^5R^6, $CONR^7R^8$, $aryl^3$, polycyclic aryl, or $heteroaryl^2$;

C_{3-8}cycloalkyl;

C_{3-8}cycloalkenyl;

C_{3-8}alkenyl;

C_{3-8}alkynyl;

$aryl^3$;

polycyclic aryl;

$heteroaryl^2$; or

R^3 and R^4 combined with the nitrogen atom bearing R^3 and R^4 may form an azetidinyl, pyrrolidinyl, piperidinyl, morpholinyl, azepanyl, or azocanyl ring wherein each of these rings may optionally be substituted by C_{1-4}alkyloxycarbonyl, C_{1-4}alkyloxycarbonylC_{1-4}alkyl, carbonylamino, C_{1-4}alkylcarbonylamino, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$;

wherein

R^5 is hydrogen, C_{1-4}alkyl, $aryl^3$, polycyclic aryl, or $heteroaryl^2$;

R^6 is hydrogen or C_{1-4}alkyl;

R^7 is hydrogen, C_{1-4}alkyl or phenyl;

R^8 is hydrogen, C_{1-4}alkyl or phenyl; or

R^9 is C_{1-6}alkyl, or C_{1-6}alkyl substituted with one, two or three substituents each independently from one another selected from hydroxy, halo, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxycarbonyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkenyl, trifluoromethyl, NR^5R^6, $CONR^7R^8$, $aryl^3$, polycyclic aryl, or $heteroaryl^2$;

wherein

$aryl^3$ is phenyl; phenyl substituted with one to five substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, hydroxy, trifluoromethyl, cyano, C_{1-4}alkyloxycarbonyl, C_{1-4}alkyloxycarbonylC_{1-4}alkyl, methylsulfonylamino, methylsulfonyl, NR^5R^6, C_{1-4}alkylNR^5R^6, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$;

polycyclic aryl is naphthalenyl, indanyl, fluorenyl, or 1,2,3,4-tetrahydronaphtalenyl, and said polycyclic aryl is

optionally substituted with one or two substituents each independently selected from C_{1-6}alkyl, C_{1-6}alkyloxy, phenyl, halo, cyano, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkyloxycarbonylC_{1-4}alkyl, NR^5R^6, C_{1-4}alkylNR^5R^6, $CONR^7R^8$, C_{1-4}alkyl$CONR^7R^8$ or C_{1-4}alkyloxycarbonylamino and

heteroaryl^2 is pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, triazolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, pyrrolyl, furanyl, thienyl; quinolinyl; isoquinolinyl; 1,2,3,4-tetrahydro-isoquinolinyl; benzothiazolyl; benzo[1,3]dioxolyl; 2,3-dihydro-benzo[1,4]dioxinyl; indolyl; 2,3-dihydro-1H-indolyl; 1H-benzoimidazolyl; and said heteroaryl^2 is optionally substituted with one or two substituents each independently selected from C_{1-6}alkyl, C_{1-6}alkyloxy, phenyl, halo, cyano, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkyloxycarbonylC_{1-4}alkyl, NR^5R^6, C_{1-4}alkylNR^5R^6, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$.

2. (Original) A compound as claimed in claim 1 wherein X^2 represents nitrogen and X^3 represents CH.

3. (Original) A compound as claimed in claim 1 wherein X^2 represents CH and X^3 represents nitrogen.

4. (Original) A compound as claimed in claim 1 wherein both X^2 and X^3 represent nitrogen.

5. (Currently Amended) A compound as claimed in ~~any of claims~~ claim 1 ~~to 4~~ wherein radical A represents C_{1-6}alkanediyl substituted with aryl^2.

6. (Currently Amended) A compound as claimed in ~~any of claims~~ claim 1 ~~to 4~~ wherein radical B represents OR^9 wherein R^9 is C_{1-6}alkyl or NR^3R^4 wherein R^3 is hydrogen.

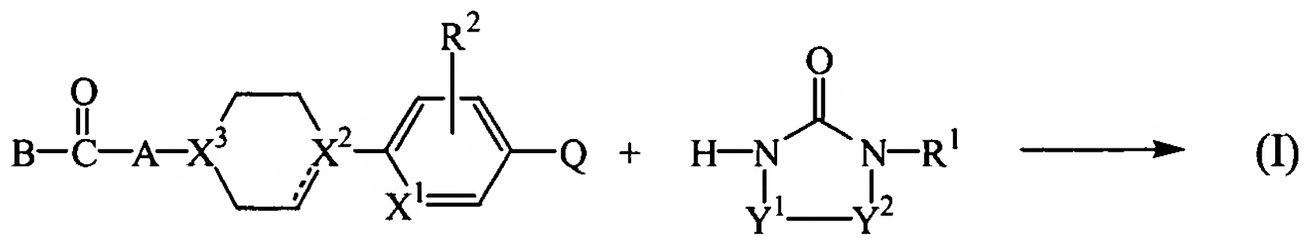
7. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 ~~to 6~~.

8. (Currently Amended) A process for preparing a pharmaceutical composition as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 ~~to 6~~ is intimately mixed with a pharmaceutically acceptable carrier.

9. (Currently Amended) A compound as claimed in ~~any of claims~~ claim 1 ~~to 6~~ for use as a medicine.

10. (Currently Amended) A process for preparing a compound of formula (I) wherein

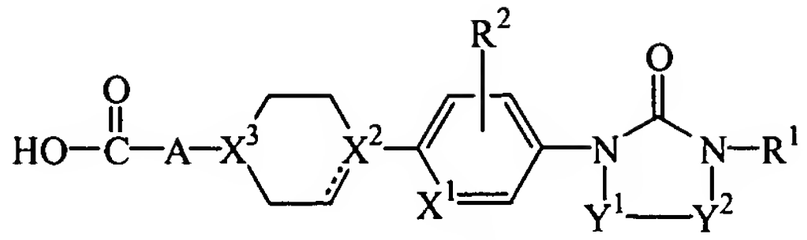
~~a)~~ an intermediate of formula (II), wherein Y^1, Y^2 and R^1 are defined as in claim 1, is reacted with an intermediate of formula (III), wherein X^1, X^2, X^3, R^2, A, and B are as defined in claim 1 and Q is selected from bromo, iodo and trifluoromethylsulfonate, in a reaction-inert solvent and optionally in the presence of at least one transition metal coupling reagent and/or at least one suitable catalyst such as palladium associated with triphenylphosphine, or triphenylarsine; or



(II) (III) (I)

~~b) or, compounds of formula (I) are converted into each other following art-known transformation reactions; or if desired; a compound of formula (I) is converted into a pharmaceutically acceptable acid addition salt, or conversely, an acid addition salt of a compound of formula (I) is converted into a free base form with alkali; and, if desired, preparing stereochemically isomeric forms thereof~~.

11. (Original) A compound of formula (IX)



(IX)

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein R^1, R^2, X^1, X^2, X^3, Y^1, Y^2 and A are as defined in claim 1.

12. (New) The process according to claim 10, further comprising converting the compound of formula (I) into an acid addition salt.

13. (New) A method of treating a warm-blooded animal suffering from a disorder caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL) comprising administering to the animal a therapeutically effective amount of a compound of claim 1.

14. (New) The method according to claim 12 wherein the disorder is caused by the cholesterol associated with the VLDL or LDL.

15. (New) The method of treatment according to claim 12 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.